

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re NORTHWESTERN CORPORATION, Reorganized Debtor.	Case No. 03-12872 (JLP)
MAGTEN ASSET MANAGEMENT CORPORATION and LAW DEBENTURE TRUST COMPANY OF NEW YORK, Plaintiffs, v. NORTHWESTERN CORPORATION, Defendant.	Civil Action No. 04-01494-JJF
MAGTEN ASSET MANAGEMENT CORPORATION, individually and derivatively on behalf of Clark Fork and Blackfoot, LLC, Plaintiff, v. PAUL, HASTINGS, JANOFSKY & WALKER, LLP, Defendant.	Civil Action No. 04-01256-JJF

<p>MAGTEN ASSET MANAGEMENT CORPORATION,</p> <p>Plaintiff,</p> <p>v.</p> <p>MIKE J. HANSON, JACK D. HAFHEY, ERNIE J. KINDT and ELLEN M. SENECHAL,</p> <p>Defendants.</p>	<p>Civil Action No. 05-00499-JJF</p>
<p>MAGTEN ASSET MANAGEMENT CORPORATION,</p> <p>Appellant,</p> <p>v.</p> <p>NORTHWESTERN CORPORATION,</p> <p>Appellee.</p>	<p>Civil Action No. 04-01389-JJF</p>
<p>MAGTEN ASSET MANAGEMENT CORPORATION and LAW DEBENTURE TRUST COMPANY OF NEW YORK,</p> <p>Appellants,</p> <p>v.</p> <p>NORTHWESTERN CORPORATION,</p> <p>Appellee.</p>	<p>Civil Action No. 05-00209-JJF</p>

MAGTEN ASSET MANAGEMENT CORPORATION, Appellant, v. NORTHWESTERN CORPORATION, Appellee.	Civil Action No. 05-00548-JJF
LAW DEBENTURE TRUST COMPANY OF NEW YORK, Appellant, v. NORTHWESTERN CORPORATION, Appellee.	Civil Action No. 05-00603-JJF
MAGTEN ASSET MANAGEMENT CORPORATION, Appellant, v. PAUL, HASTINGS, JANOFSKY & WALKER LLP, Appellee.	Civil Action No. 04-01279-JJF
MAGTEN ASSET MANAGEMENT CORPORATION, Appellant, v. PAUL, HASTINGS, JANOFSKY & WALKER LLP, Appellee.	Civil Action No. 05-00398-JJF

<p>NORTHWESTERN CORPORATION,</p> <p>Appellant,</p> <p>v.</p> <p>RICHARD R. HYLLAND,</p> <p>Appellee.</p>	<p>Civil Action No. 05-00397-JJF</p>
<p>RICHARD R. HYLLAND,</p> <p>Appellant,</p> <p>v.</p> <p>NORTHWESTERN CORPORATION,</p> <p>Appellee.</p>	<p>Civil Action No. 05-00401-JJF</p>
<p>NORTHWESTERN CORPORATION,</p> <p>Appellant,</p> <p>v.</p> <p>LESTER E. AMMONDSON, et al.,</p> <p>Appellee.</p>	<p>Civil Action No. 05-00444-JJF</p>
<p>HOULIHAN LOKEY HOWARD & ZUKIN CAPITAL, INC.,</p> <p>Appellant,</p> <p>v.</p> <p>NORTHWESTERN CORPORATION,</p> <p>Appellee.</p>	<p>Civil Action No. 05-00396-JJF</p>

LAZARD FRERES & CO. Appellant, v. NORTHWESTERN CORPORATION, Appellee.	Civil Action No. 05-00395-JJF
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**AGENDA OF MATTERS SCHEDULED
FOR STATUS CONFERENCE ON OCTOBER 21, 2005 AT 9:30 A.M. EST**

PENDING LITIGATION:

1. Magten Asset Management Corporation and Law Debenture Trust Company of New York v. NorthWestern Corporation, Civil Action No. 04-01494-JJF

Status: The Court granted the Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York to Withdraw the Reference to Bankruptcy Court and denied the Motion for Consolidation with Civil Action Number 04-1256-JJF with leave to renew at this status conference.

2. Magten Asset Management Corporation, individually and derivatively on behalf of Clark Fork and Blackfoot, LLC v. Paul, Hastings, Janofsky & Walker LLP, Civil Action No. 04-01256-JJF

Documents Filed:

- A. Motion to Stay Action [Docket No. 33, Filed 10/28/04]
- B. Memorandum in Support of Motion to Stay Action [Docket No. 34, Filed 10/28/04]
- C. Memorandum in Opposition to Motion to Stay Action [Docket No. 36, Filed 11/19/04]
- D. Reply Brief in Support of Motion to Stay Action [Docket No. 37, Filed 12/8/04]

Status: Briefing on the motion to stay action was completed on December 8, 2004.

3. Magten Asset Management Corporation v. Hanson and Kindt, Civil Action 05-00499-JJF

Status: This matter was transferred to this Court by order dated July 11, 2005 from the United States District Court for the District of Montana. On August 19, 2005, the parties filed their statements identifying pending matters which require judicial action.

**APPEALS INVOLVING MAGTEN ASSET MANAGEMENT CORPORATION AND
LAW DEBENTURE TRUST COMPANY OF NEW YORK:**

4. Magten Asset Management Corporation v. NorthWestern Corporation, Civil Action No. 04-01389-JJF¹

Order on Appeal: Order Confirming Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [Bankruptcy Case Docket No. 2238, Filed 10/19/05]

Order Approving Memorandum of Understanding [Bankruptcy Case Docket No. 2230, Filed 10/18/05]

Documents Filed:

- A. Debtor's Motion (i) to Dismiss Consolidated Appeals of Magten Asset Management Corporation; and (ii) For Leave to Submit Opening Brief Which Exceeds 40 Pages [Docket No. 40, Filed 3/10/05]
- B. Debtor's Memorandum of Law in Support of Motion to Dismiss Consolidated Appeals of Magten Asset Management Corporation [Docket No. 41, Filed 3/10/05]
- C. Joinder of the Plan Committee in Support of NorthWestern's Motion to Dismiss Consolidated Appeals of Magten Asset Management Corporation [Docket No. 57, Filed 6/10/05]
- D. Memorandum of Law of Magten Asset Management Corporation in Support of Opposition to (I) NorthWestern Corporation's Motion to Dismiss the Consolidated Appeals and (II) Joinder of Plan Committee to NorthWestern Corporation's Motion to Dismiss [Docket No. 59, Filed 6/30/05]
- E. Appendix of Exhibits to Memorandum of Law of Magten Asset Management Corporation in Support of Opposition to (I) NorthWestern Corporation's Motion to Dismiss the Consolidated Appeals and (II)

¹ Pursuant to this Court's order dated December 30, 2004, Case No. 04-1508 was consolidated with Case No. 04-1389.

Joinder of Plan Committee To NorthWestern Corporation's Motion to Dismiss [Docket No. 60, Filed 6/30/05]

- F. Debtor's Reply to Magten Asset Management Corporation's Opposition to Motion to Dismiss the Consolidated Appeals [Docket No. 61, Filed 7/12/05]
- G. Plan Committee Reply to and Joinder in Support of NorthWestern's Reply to Magten Asset Management Corporation's Memorandum of Law in Support of Opposition to Motion to Dismiss and Joinder of Plan Committee [Docket No. 62, Filed 7/12/05]
- H. Opening Brief of Appellant [Docket No. 63, Filed 7/15/05]
- I. Appendix of Exhibits in Support of Opening Brief of Appellant [Docket No. 64, Filed 7/15/05]
- J. Debtor's Reply to Magten Asset Management Corporation's Opening Brief of Appellant [Docket No. 68, Filed 8/12/05]
- K. Joinder of the Plan Committee in Support of NorthWestern's Reply Brief [Docket No. 69, Filed 8/12/05]
- L. Appellant's Consolidated Reply to (I) NorthWestern Corporation's Reply to Magten Asset Corporation's Opening Brief of Appellant and (II) Joinder of Plan Committee in Support of NorthWestern's Reply Brief [Docket No. 71, Filed 8/26/05]

Status: Briefing on the motion to dismiss was completed on July 12, 2005.
Briefing on the appeal was completed on August 26, 2005.

5. Magten Asset Management Corporation and Law Debenture Trust Company of New York v. NorthWestern Corporation, Civil Action No. 05-00209-JJF

Order on Appeal: Order Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York [Bankruptcy Case Docket No. 2911, Filed 3/10/05]

Documents Filed:

- A. Opening Brief of Appellants Filed by Magten Asset Management Corporation and Law Debenture Trust Company of New York [Docket No. 13, Filed 7/27/05]
- B. Appendix of Exhibits in Support of Opening Brief of Appellants [Docket No. 14, Filed 7/27/05]
- C. Brief of Appellee, the Plan Committee [Docket No. 15, Filed 8/23/05]

- D. Appendix of Exhibits in Support of Brief of Appellee, the Plan Committee [Docket No. 16, Filed 8/23/05]
- E. Joinder of Ad Hoc Committee of Class 7 Debtholders to Plan Committee's Brief in Response to Opening Brief of Appellants [Docket No. 17, Filed 8/23/05]
- F. Debtor's Reply to Appellants' Opening Brief [Docket No. 18, Filed 8/23/05]
- G. Appellants' Consolidated Reply to (I) NorthWestern Corporation's Reply Brief to Appellants' Opening Brief (II) Brief of Appellee, Plan Committee and (III) Joinder of Ad Hoc Committee of Class 7 Debtholders to Plan Committee's Brief in Response to Opening Brief of Appellants [Docket No. 20, Filed 9/7/05]

Status: Briefing on the appeal was completed on September 7, 2005.

6. Magten Asset Management Corporation v. NorthWestern Corporation, Civil Action No. 05-00548-JJF

Order on Appeal: Order With Respect to Motion of Magten Asset Management Corporation and Talton R. Embry Pursuant to Rule 7041(a) of the Federal Rules of Bankruptcy Procedure for the Payment of Fees and Expenses Incurred [Adv. Proc. 04-55051, Docket No. 126, Filed 6/6/05]

Status: Briefing stayed pending mediation.

7. Law Debenture Trust Company of New York v. NorthWestern Corporation, Civil Action No. 05-00603-JJF

Order on Appeal: Order Granting in Part Denying in Part the Request for Payment of Administrative Expenses Pursuant to 11 U.S.C. Section 503 by Law Debenture Trust Company of New York as successor Trustee for the 8.45% Cumulative Quarterly Preferred Securities, Series A [Bankruptcy Case Docket No. 3170, Filed 7/5/05]

Status: Briefing stayed pending mediation.

8. Magten Asset Management Corporation v. Paul, Hastings, Janofsky & Walker LLP, Civil Action No. 04-01279-JJF

Order on Appeal: Order Denying Magten's Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP [Bankruptcy Case Docket No. 1751, Filed 7/23/05]

Documents Filed:

- A. Opening Brief on Appeal of Magten Asset Management Corporation [Docket No. 21, Filed 6/28/05]
- B. Appendix to Opening Brief on Appeal of Magten Asset Management Corporation Volume I [Docket No. 22, Filed 6/28/05]
- C. Appendix to Opening Brief on Appeal of Magten Asset Management Corporation Volume II [Docket No. 23, Filed 6/28/05]
- D. Paul, Hastings, Janofsky & Walker LLP's Brief in Opposition to Appeal from Order Denying Motion to Disqualify [Docket No. 26, Filed 8/5/05]
- E. Compendium of Unreported Opinions Cited by Paul, Hastings, Janofsky & Walker LLP's Brief in Opposition to Appeal from Order Denying Motion to Disqualify [Docket No. 27, Filed 8/5/05]
- F. Appendix to Paul, Hastings, Janofsky & Walker LLP's Brief in Opposition to Appeal from Order Denying Motion to Disqualify [Docket No. 28, Filed 8/5/05]
- G. Reply Brief on Appeal of Magten Asset Management Corporation [Docket No. 29, Filed 8/15/05]
- H. Notice of Completion of Briefing filed by Paul, Hastings, Janofsky & Walker LLP [Docket No. 30, Filed 8/18/05]

Status: Briefing on the appeal was completed on August 15, 2005.

9. Magten Asset Management Corporation v. Paul, Hastings, Janofsky & Walker LLP, Civil Action No. 05-00398-JJF

Order on Appeal: Order With Respect to Final Fee Application of Paul, Hastings, Janofsky & Walker LLP [Bankruptcy Case Docket No. 3055, Filed 5/9/05]

Documents Filed:

- A. Motion for Approval of Stipulation and Order Concerning Mediation [Docket No. 7, Filed 8/3/05]

Status: Pursuant to the Stipulation and Order Concerning Mediation, the mediation shall be postponed pending the Court's decision concerning Magten Asset Management Corporation's earlier appeal from the Bankruptcy Court's order denying Magten's motion to disqualify Paul, Hastings, Janofsky & Walker LLP identified as Civil Action 04-01279 (JJF).

OTHER APPEALS:

10. NorthWestern Corporation v. Richard R. Hylland, Civil Action No. 05-00397-JJF
- Order on Appeal: Order with Respect to Arbitration of Richard Hylland's Claims Against NorthWestern Corporation [Bankruptcy Case Docket No. 3050, Filed 5/5/05]
- Status: The matter has been resolved.
11. Richard R. Hylland v. NorthWestern Corp., Civil Action No. 05-00401-JJF
- Order on Appeal: Order with Respect to Arbitration of Richard Hylland's Claims Against NorthWestern Corporation [Bankruptcy Case Docket No. 3050, Filed 5/5/05]
- Status: The matter has been resolved.
12. NorthWestern Corporation v. Ammondson, et al., Civil Action No. 05-00444-JJF
- Order on Appeal: Order with Respect to Certain Supplemental Retirement Benefits [Adv. Proc. 05-51063, Docket No. 13, Filed 5/4/05]
- Status: A mediation has been scheduled before the Honorable Louis C. Bechtle on November 9, 2005.
13. Houlihan Lokey Howard & Zukin Capital, Inc. v. NorthWestern Corporation, Civil Action 05-00396-JJF
- Order on Appeal: Order with Respect to Final Fee Application of Houlihan Lokey Howard & Zukin [Bankruptcy Case Docket No. 3047, Filed 5/5/05]
- Documents Filed:
- A. Initial Brief of Appellant [Docket No. 9, Filed 9/6/05]
 - B. Answering Brief of Appellee, NorthWestern Corporation, to Opening Brief of Appellant, Houlihan, Lokey, Howard & Zukin Capital, Inc. [Docket No. 10, Filed 9/20/05]
 - C. Reply Brief of Appellant [Docket No. 13, Filed 9/30/05]
- Status: Briefing on the appeal was completed on September 30, 2005.

14. Lazard Freres & Co. v. NorthWestern Corporation, Civil Action No. 05-00395-JJF

Order on Appeal: Order with Respect to Final Fee Application of Lazard Freres & Co. LLC [Bankruptcy Case Docket No. 3045, Filed 5/5/05]

Status: This matter has been resolved through mediation.

Dated: Wilmington, Delaware
October 20, 2005

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